



OFFICE of the GENERAL COUNSEL

RECORDATION NO. 26448 FILED

JUL 10 '06

2-13 PM

E-FILING RECORDATION

SURFACE TRANSPORTATION BOARD

July 7, 2006

Vernon A. Williams
Secretary
Surface Transportation Board
ATTN: Recording Department
1925 K Street NW
Washington, DC 20423

Re: Recordation of Documents – Railcar
Secured Party: Westours Motor Coaches, Inc.
Debtor: Loco Lease II
Equipment: One (1) 1953 built Budd Dome passenger railcar with
reporting mark and number: HALX 553

Dear Mr. Secretary:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Security Agreement, a primary document, dated July 5, 2006.
- (b) The names and addresses of the parties to the document are as follows:

Secured Party: Westours Motor Coaches, Inc.
300 Elliott Avenue West
Seattle, WA 98119

Debtor: Loco Lease II
1106 Rose Street, Box 217
Georgetown, CO 80444

- (c) A description of the equipment covered by the document follows:

One (1) 1953 built Budd Dome passenger railcar with reporting mark and number
HALX 553.

300 Elliott Ave. West
Seattle, WA 98119
206-286-3491
Fax: 206-284-8332

Vernon A. Williams, Secretary
Surface Transportation Board
July 7, 2006
Page 2

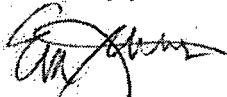
A recording fee of \$34.00 is being remitted. Please return the originals to:

Holland America Line Inc.
Attn: General Counsel
300 Elliott Avenue West
Seattle, WA 98119

A short summary of the document to appear in the index follows:

Primary Document: Memorandum of Security Agreement dated July 5, 2006, between Westours Motor Coaches, Inc., as Creditor/Secured Party, and Loco Lease II, as Debtor, covering one (1) 1953 built Budd Dome passenger railcar with reporting mark and number HALX 553.

Sincerely yours,



Eva Jenner
Assistant General Counsel

Enclosures

RECORDATION NO.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

Dated as of July 5, 2006

between

LOCO LEASE II
Debtor

and

WESTOURS MOTOR COACHES, INC.
Creditor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on July __, 2006, at __:__.M
Recordation Number _____

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of July 5, 2006 is made by and between LOCO LEASE II, a Colorado general partnership ("Debtor"), and WESTOURS MOTOR COACHES, INC., an Alaska corporation ("Creditor").

WITNESSETH

1. Pursuant to a Security Agreement of even date (the "Security Agreement"), Debtor has pledged to Creditor one (1) Budd Full Dome passenger railcar bearing the railroad reporting mark and number set forth on Exhibit A attached hereto.

2. The Security Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the term of the Promissory Note referred to in the Security Agreement.

3. This Memorandum of Security Agreement may be executed in counterparts, and all such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Debtor:

LOCO LEASE II

By: 

Name: Mark Greska

Title: Managing Partner

Creditor:

WESTOURS MOTOR COACHES, INC.

By: 

Name: Stein Kruse Larry D. Calkins

Title: President and CEO Vice President, Finance and CFO

STATE OF COLORADO)

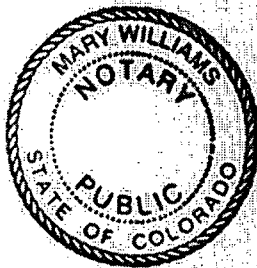
) ss.

COUNTY OF CLEAR CREEK)

On this 6 day of July, 2006, before me personally appeared Mark Greska, to me personally known, who being by me duly sworn, says: that he is the managing partner of LOCO LEASE II, a Colorado general partnership, that the said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Williams
NOTARY PUBLIC

My Commission Expires: 10/20/09



STATE OF WASHINGTON)

) ss.

COUNTY OF KING)

On this _____ day of July, 2006, before me personally appeared Stein Kruse, to me personally know, who being by me duly sworn, says: that he is the President and CEO of WESTOURS MOTOR COACHES, INC., an Alaska corporation, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 7th day of July, 2006, before me personally appeared Larry D. Calkins, to me personally know, who being by me duly sworn, says; that he is the Vice President, Finance and CFO of WESTOURS MOTOR COACHES, INC., an Alaska corporation, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



NOTARY PUBLIC

My Commission Expires: 06/09/10

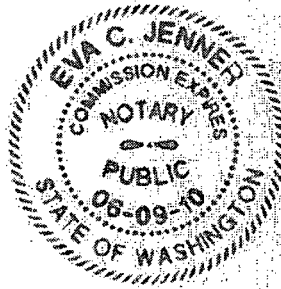


EXHIBIT "A"

Reporting Mark
Road No.

HALX
553